

RECORDATION NO. 26417 FILED

JUN 26 '06

2:00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

June 26, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Car Leasing Agreement and Rider No. 027, dated as of June 5, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street  
Chicago, IL 60601

Lessee: Citgo Petroleum Corporation and Citgo Asphalt  
and Refining Company  
1293 Eldridge Parkway  
Houston, TX 77077

Mr. Vernon A. Williams  
June 26, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

43 railcars within the series RTMX 2169 – RTMX 13632 (16 cars) and NATX 76025 – NATX 78422 (27 cars) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Car Leasing Agreement and Rider No. 027.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

**MEMORANDUM OF**  
**CAR LEASING AGREEMENT AND RIDER NO. 027**

This Memorandum of Car Leasing Agreement and Rider No. 027 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and Citgo Petroleum Corporation and Citgo Asphalt and Refining Company. (hereinafter referred to as "Lessee"), respecting that certain Car Leasing Agreement No. 5392-83 dated September 1, 1997 by and between Lyondell-Citgo Refining Company Ltd. and Lessor (as supplemented, the "Master Lease") and that certain Rider No. 027, executed as of June 5, 2006., between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Car Leasing Agreement and Rider No. 027, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Car Leasing Agreement and Rider No. 027 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Car Leasing Agreement and Rider No. 027, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

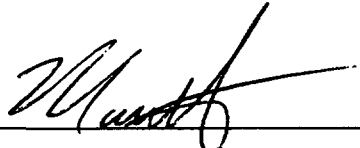
[signature page follows]

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IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Car Leasing Agreement and Rider No. 027, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of June 5, 2006.

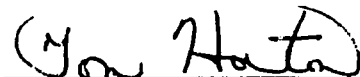
LESSOR:

**GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION**


By:   
Name: Mark Stefani  
Title: Vice President

LESSEE:

**CITGO Petroleum Corporation**

By:   
Name: Tom Horton  
Title: Rail Equipment Manager

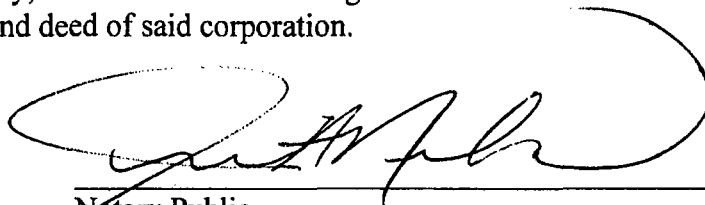
**CITGO Asphalt and Refining Company**

By:   
Name: Jose Zambrano  
Title: Supply chain & Dist, Manager

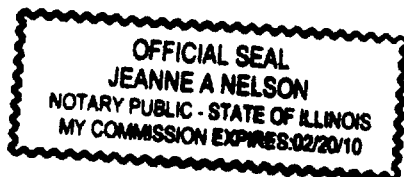
STATE OF ILLINOIS  
COUNTY OF COOK

SS:

On this 23rd day of June, 2005, before me personally appeared Mark Stefan, to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

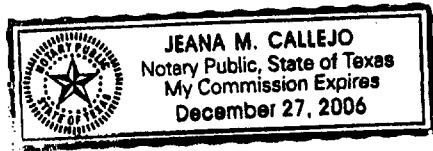
My Commission Expires:



STATE OF Texas )  
COUNTY OF Harris )

SS:

On this 15<sup>th</sup> day of June, 2006, before me personally appeared Tom Horton, to me personally known, who being duly sworn, stated that he is Rail Equipment Mgr. of CITGO Petroleum Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jeana M. Callejo  
Notary Public

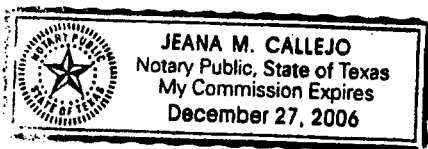
My Commission Expires: Dec. 27, 2006

STATE OF Texas )

COUNTY OF Harris )

SS:

On this 15<sup>th</sup> day of June, 2006, before me personally appeared Jose L. Zambrano, to me personally known, who being duly sworn, stated that he is Supply Chain Dist. Mgr. of CITGO Asphalt and Refining Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jeana M. Callejo  
Notary Public

My Commission Expires: Dec. 27, 2006

## EXHIBIT A

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Car Type</u>	<u>Manufacturer</u>
1	RTMX	2169	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
2	RTMX	2173	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
3	RTMX	2208	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
4	RTMX	2217	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
5	RTMX	2261	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
6	RTMX	2350	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
7	RTMX	2369	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
8	RTMX	2379	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
9	RTMX	12135	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
10	RTMX	12162	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
11	RTMX	12805	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
12	RTMX	12820	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
13	RTMX	12836	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
14	RTMX	13166	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
15	RTMX	13332	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
16	RTMX	13632	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
17	NATX	76025	EC / I TANK 22000-24499 GAL	NACCO
18	NATX	76565	EC / I TANK 22000-24499 GAL	NACCO
19	NATX	76602	EC / I TANK 22000-24499 GAL	NACCO
20	NATX	76634	EC / I TANK 22000-24499 GAL	NACCO
21	NATX	76686	EC / I TANK 22000-24499 GAL	NACCO
22	NATX	76695	EC / I TANK 22000-24499 GAL	NACCO
23	NATX	76709	EC / I TANK 22000-24499 GAL	NACCO
24	NATX	76713	EC / I TANK 22000-24499 GAL	NACCO
25	NATX	76722	EC / I TANK 22000-24499 GAL	NACCO
26	NATX	76732	EC / I TANK 22000-24499 GAL	NACCO
27	NATX	76751	EC / I TANK 22000-24499 GAL	NACCO
28	NATX	76847	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
29	NATX	76851	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
30	NATX	76870	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
31	NATX	76875	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
32	NATX	76943	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
33	NATX	76950	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
34	NATX	76955	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
35	NATX	76968	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
36	NATX	77012	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
37	NATX	77040	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
38	NATX	77120	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
39	NATX	77218	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
40	NATX	77336	EC / I TANK 22000-24499 GAL	UNION TANK CAR CORP.
41	NATX	77511	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
42	NATX	77581	EC / I TANK 22000-24499 GAL	RICHMOND TANK CAR
43	NATX	78422	EC / I TANK 22000-24499 GAL	NACCO



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/26/06



\_\_\_\_\_  
Robert W. Alvord